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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

11/8/00

Prendes, Prendes

Requestor's Name

4320 W Broward Blvd #5

Address

Plantation FL 33317

City

State

ZIP

Phone

954 583-2590

400003458324--1
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*****78.75 *****78.75

CORPORATION(S) NAME

American Chocolate, Corp.



Empire Toll Free: 1-800-432-3028

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TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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| Name |
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| Acknowledgment |
| W.P. Verifier |

certified copy

11/8/00

ARTICLES OF INCORPORATION

OF

FILED

AMERICAN CHOCOLATE, CORP.

00 NOV -9 AM 9:50

We, the undersigned, natural persons competent to contract, SECRETARY OF STATE
TALLAHASSEE, FLORIDA
hereby associate ourselves together in order to form a corporation
for purposes hereinafter stated, under and pursuant to the
provisions of an act of the legislature of the State of Florida,
approved June 1, 1925, and the acts amendatory thereto, do hereby
subscribe this Certificate of Incorporation.

ARTICLE I

NAME

The name of the corporation is AMERICAN CHOCOLATE, CORP.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting
any or all lawful business for corporations organized under the
General Corporation Act of the State of Florida.

ARTICLE III

COMMENCEMENT

The Corporation shall commence and be effective upon filing
with the Secretary of State, State of Florida.

This document prepared by:
Michael A. Farbarik, Esquire
4320 West Broward Blvd., Suite 5
Plantation, FL 33317
Florida Bar Number - 949167

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock at the par value of \$ 1.00 per share. The amount of capital with which the Corporation shall begin business shall be not less than Two Hundred Dollars and no/100 (\$200.00).

ARTICLE V

TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at, 10302 N.W. South River Drive, Bay A-22, Miami, Miami Dade County, Florida 33178. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

NAME

ADDRESS

| | |
|----------------------------|---------------------------------------|
| Hugo Osvaldo Kitaigorodsky | 10302 N.W. South River Drive, Bay A22 |
| | Miami, FL 33178 |

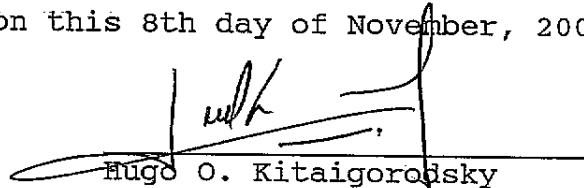
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Hugo Osvaldo Kitaigorodsky 10302 N.W. South River Drive, Bay A22
Miami, FL 33178

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of November, 2000.


Hugo O. Kitaigorodsky
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Hugo Osvaldo Kitaigorodsky, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of November, 2000.



NOTARY PUBLIC/Peter J. Prendes
Comm # CC-774650

My Commission expires:



Peter J. Prendes
My Commission CC774650
Expires September 13, 2002

CERTIFICATION DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS BE SERVED

WITNESSETH

FILED
00 NOV -9 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

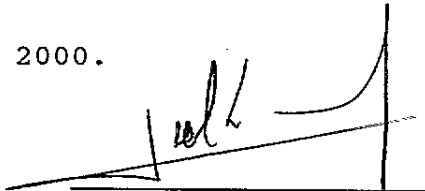
In pursuance of SS48.091(01) and 607.034, Florida Statutes,
the following is submitted in compliance thereof:

That AMERICAN CHOCOLATE, CORP., desiring to organize under the
laws of the State of Florida, which will have its principal office
at 10302 N.W. South River Drive, Bay A-22, Miami, Miami Dade
County, Florida 33178 has named Hugo Osvaldo Kitaigorodsky, whose
address is 10302 N.W. South River Drive, Bay A-22, Miami, Miami
Dade County, Florida 33178, as its agent to accept service of
process within the state.

ACKNOWLEDGEMENT

Having been named by the incorporator of AMERICAN CHOCOLATE,
CORP., to accept service of process for the Corporation, at the
place designated in this certificate, I hereby agree to serve as
the Registered Agent for the Corporation (until the Corporation
designates otherwise), and agree to comply with the applicable
provisions of the Florida Statutes. I hereby am familiar with and
accept the duties and responsibilities of the registered agent of
said corporation.

Dated this 8th day of November, 2000.


Hugo Osvaldo Kitaigorodsky
Registered Agent